

RECORDATION NO. 24529 FILED  
JUL 17 '03 2-53 PM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

July 17, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of June 30, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Debtor:	Feld Entertainment, Inc. 8607 Westwood Center Drive Vienna, VA 22182
Secured Party:	Bank of America, N.A. 101 North Tryon Street Charlotte, NC 28255

A description of the railroad equipment covered by the enclosed document is:

Railcars bearing reporting marks and road numbers attached to the release

Mr. Vernon A. Williams  
July 17, 2003  
Page Two

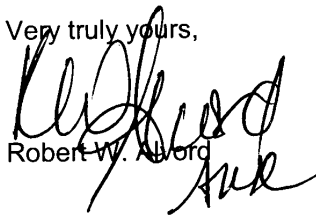
A short summary of the document to appear in the index follows:

Memorandum of Security Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Allord", written over the printed name.

Robert W. Allord

RWA/anr  
Enclosures

## MEMORANDUM OF SECURITY AGREEMENT JUL 17 '03

2-53 PM

## SURFACE TRANSPORTATION BOARD

Memorandum of Security Agreement, made and entered into as of June 30, 2003, by and between Feld Entertainment, Inc., a Delaware corporation with its principal place of business in Vienna, Virginia (the "Debtor"), and Bank of America, N.A., a national banking association organized under the laws of the United States ("Bank of America"), as administrative agent for the lenders party to that certain Amended and Restated Credit Agreement dated as of June 30, 2003, by and among the Debtor, Bank of America, as the Administrative Agent and as a Lender, and certain other financial institutions from time to time party thereto (as amended, modified, supplemented, or amended and restated from time to time, the "Credit Agreement").

## WITNESETH

The Debtor, and Bank of America, as Administrative Agent, have entered into that certain Rolling Stock Security Agreement dated as of September 19, 2001 the "Security Agreement"), pursuant to which the Debtor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to Bank of America, for itself and as Administrative Agent, in order to secure the Debtor's performance of its obligations as described in the Rolling Stock Security Agreement.

[Signatures on following page]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

**FELD ENTERTAINMENT, INC.**

By: Jerome S. Sowalsky  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**BANK OF AMERICA, N.A., as Administrative Agent**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF VIRGINIA )  
                                  )SS:  
COUNTY OF FAIRFAX)

On this 27<sup>th</sup> day of June, 2003, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Jerome S. Sowalsky, to me known personally, and who, being duly sworn, deposes and says that he is the Executive Vice President & Secretary of Feld Entertainment, Inc. (the "Corporation") and that the foregoing instrument was signed on behalf of the Corporation by authority of its Board of Directors, and said Executive Vice President & Secretary acknowledged the execution of the foregoing instrument to be the free act and deed of the Corporation.


Kayleen M. Jones  
Notary Public  
My commission expires: 06/30/2006

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

**FELD ENTERTAINMENT, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**BANK OF AMERICA, N.A., as Administrative Agent**

By:  \_\_\_\_\_  
Name: Tucker S. Sampson  
Title: Principal

STATE OF NORTH CAROLINA                     )  
   ) ss.  
COUNTY OF MECKLENBURG                     )

On this 30th day of June, 2003, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Tucker S. Sampson, to me known personally, and who, being by me duly sworn, deposes and says that he is a Principal of BANK OF AMERICA, N.A., a national banking association (the "Bank"), and that the foregoing instrument was signed and sealed on behalf of the Bank by authority of its Board of Directors, and said Principal acknowledged the execution of the foregoing instrument to be the free act and deed of the Bank.

[NOTARY SEAL]

Jerry L. Witcher  
Notary Public  
My commission expires: September 1, 2004

**EXHIBIT A**  
**(to Memorandum of Security Agreement)**

**Rolling Stock Collateral**

**[See attached.]**

Feld Entertainment, Inc.  
Schedule I

RBBX CAR Number	BUILT DATE	Acquired BY RBBB	CAR Body Metal	RBBB CAR TYPE
BLUE UNIT		57 Cars		
1	40006	1953	ACF	1972 AL COACH
2	40013	1950	ACF	1993 AL COACH
3	40014	1950	ACF	1993 AL COACH
4	40016	1954	ACF	1994 AL COACH
5	41301	1949	BUDD	1992 SS COACH
6	41302	1949	BUDD	1991 SS COACH
7	41303	1949	BUDD	1992 SS COACH
8	41304	1949	BUDD	1991 SS COACH
9	41305	1949	BUDD	1992 SS COACH
10	41310	1949	BUDD	1992 SS COACH
11	41312	1961	BUDD	1994 SS COACH
12	41314	1949	BUDD	1995 SS COACH
13	41402	1954	BUDD	1970 SS COACH
14	41404	1955	BUDD	1982 SS COACH
15	42005	1950	Pullman	1993 AL COACH
16	42006	1950	Pullman	1993 AL COACH
17	42009	1950	Pullman	1994 AL COACH
18	42015	1950	Pullman	1972 AL COACH
19	42101	1950	Pullman	1992 CS COACH
20	42102	1950	Pullman	1992 CS COACH
21	42103	1950	Pullman	1992 CS COACH
22	42104	1950	Pullman	1992 CS COACH
23	42105	1953	Pullman	1969 CS COACH
24	42109	1949	Pullman	1978 CS COACH
25	42203	1955	Pullman	1989 SC COACH
26	43001	1958	STL CAR	1986 AL COACH
27	43003	1960	STL CAR	1995 AL COACH
28	43007	1964	STL CAR	1995 AL COACH
29	43009	1960	STL CAR	1995 AL COACH
30	43012	1964	STL CAR	1995 AL COACH
31	60001	1962	ACF	1992 AL COACH
32	60006	1961	ACF	1972 AL STOCK
33	60010	1961	ACF	1972 AL STOCK
34	60011	1961	ACF	1972 AL COACH
35	60017	1961	ACF	1995 AL STOCK
36	63001	1961	STL CAR	1972 AL COACH
37	63005	1962	STL CAR	1994 AL COACH
38	63009	1962	STL CAR	1997 AL STOCK
39	80702	1967	ACF	1971 CS FLAT
40	80703	1967	ACF	1967 CS FLAT
41	80704	1967	ACF	1986 CS FLAT
42	80706	1967	ACF	CS FLAT
43	80707	1972	ACF	CS FLAT
44	80708	1967	ACF	1971 CS FLAT
45	80710	1968	ACF	1968 CS FLAT
46	80711	1968	ACF	1968 CS FLAT
47	80712	1968	ACF	1968 CS FLAT
48	84704	1969	Bethlem	1989 CS FLAT
49	84708	1970	Bethlem	1987 CS FLAT
50	84717	1966	Bethlem	1996 CS FLAT
51	84718	1969	Bethlem	1996 CS FLAT
52	84719	1969	Bethlem	1996 CS FLAT
53	84801	1964	Bethlem	1986 CS FLAT
54	84802	1965	Bethlem	1993 CS FLAT
55	85702	1969	MAXSON	1985 CS FLAT
56	85703	1969	Maxson	1993 CS FLAT
57	85704	1969	Maxson	1993 CS FLAT



Feld Entertainment, Inc.  
Schedule I

RBBX CAR Number	BUILT DATE	BUILDER	Acquired BY RBBB	CAR Body Metal	RBBB CAR TYPE
RED UNIT		56 Cars			
1	40001	1953 ACF	1972	AL COACH	
2	40002	1953 ACF	1972	AL COACH	
3	40003	1953 ACF	1972	AL COACH	
4	40007	1954 ACF	1972	AL COACH	
5	40010	1954 ACF	1987	AL COACH	
6	40012	1954 ACF	1987	AL COACH	
7	40015	1954 ACF	1994	AL COACH	
8	40017	1954 ACF	1994	AL COACH	
9	41306	1949 BUDD	1992	SS COACH	
10	41308	1949 BUDD	1992	SS COACH	
11	41311	1950 BUDD	1991	SS COACH	
12	41313	1961 BUDD	1994	SS COACH	
13	41315	1949 BUDD	1998	SS COACH	
14	41406	1950 BUDD	1994	SS COACH	
15	42001	1950 Pullman	1972	AL COACH	
16	42007	1950 Pullman	1972	AL COACH	
17	42017	1950 Pullman	1994	AL COACH	
18	42018	1950 Pullman	1994	AL COACH	
19	42019	1950 Pullman	1994	AL COACH	
20	42020	1950 Pullman	1994	AL COACH	
21	42022	1950 Pullman	1972	AL COACH	
22	43002	1964 STL CAR	1994	AL COACH	
23	43004	1964 STL CAR	1995	AL COACH	
24	43005	1964 STL CAR	1995	AL COACH	
25	43006	1964 STL CAR	1995	AL COACH	
26	43008	1964 STL CAR	1995	AL COACH	
27	43010	1964 STL CAR	1995	AL COACH	
28	43011	1964 STL CAR	1995	AL COACH	
29	60002	1962 ACF	1992	AL STOCK	
30	60004	1961 ACF	1972	AL STOCK	
31	60012	1961 ACF	1972	AL COACH	
32	63002	1962 STL CAR	1972	AL COACH	
33	63004	1962 STL CAR	1994	AL STOCK	
34	63006	1962 STL CAR	1995	AL STOCK	
35	63007	1962 STL CAR	1995	AL COACH	
36	63008	1962 STL CAR	1995	AL COACH	
37	80701	1967 ACF	1988	CS FLAT	
38	80705	1967 ACF	1988	CS FLAT	
39	80709	1968 ACF	1968	CS FLAT	
40	80713	1969 ACF	1969	CS FLAT	
41	80714	1969 ACF	1969	CS FLAT	
42	80715	1969 ACF	1969	CS FLAT	
43	80716	1969 ACF	1969	CS FLAT	
44	80717	1969 ACF	1969	CS FLAT	
45	84702	1969 Bethlem	1989	CS FLAT	
46	84706	1969 Bethlem	1992	CS FLAT	
47	84707	1969 Bethlem	1993	CS FLAT	
48	84709	1973 Bethlem	1988	CS FLAT	
49	84711	1979 Bethlem	1993	CS FLAT	
50	84712	1979 Bethlem	1993	CS FLAT	
51	84713	1964 Bethlem	1996	CS FLAT	
52	84714	1964 Bethlem	1996	CS FLAT	
53	84716	1966 Bethlem	1996	CS FLAT	
54	84803	1967 Bethlem	1974	CS FLAT	
55	84804	1973 Bethlem	1989	CS FLAT	
56	85701	1969 MAXSON	1989	CS FLAT	

Feld Entertainment, Inc.  
Schedule I

	RBBX CAR Number	BUILT DATE	BUILDER	Acquired BY RBBB	CAR Body Metal	RBBB CAR TYPE
<b>PALMETTO TRAIN RECYCLING PALMETTO FL</b>						
1	40004	1953	ACF	1972	AL	COACH
2	40005	1953	ACF	1972	AL	COACH
3	40011	1954	ACF	1984	AL	COACH
4	41307	1949	BUDD	1982	SS	COACH
5	41309	1950	BUDD	1991	SS	COACH
6	41401	1954	BUDD	1978	SS	COACH
7	41403	1955	BUDD	1982	SS	COACH
8	41405	1955	BUDD	1982	SS	COACH
9	41407	1949	BUDD	1998	SS	COACH
10	41408	1950	BUDD	1998	SS	COACH
11	41409	1954	BUDD	2000	SS	COACH
12	42002	1950	Pullman	1972	AL	COACH
13	42003	1950	Pullman	1994	AL	COACH
14	42008	1950	Pullman	1972	AL	COACH
15	42010	1950	Pullman	1994	AL	COACH
16	42011	1950	Pullman	1994	AL	COACH
17	42013	1950	Pullman	1972	AL	COACH
18	42014	1950	Pullman	1994	AL	COACH
19	42016	1950	Pullman	1972	AL	COACH
20	42021	1950	Pullman	1994	AL	COACH
21	42023	1951	Pullman	1995	AL	COACH
22	60003	1962	ACF	1991	AL	STOCK
23	60013	1961	ACF	1972	AL	COACH
24	60014	1961	ACF	1972	AL	STOCK
25	60015	1954	ACF	1995	AL	BAGGAGE
26	60016	1954	ACF	1995	AL	BAGGAGE
27	60018	1954	ACF	1997	AL	BAGGAGE
28	60019	1961	ACF	1998	AL	BAGGAGE
29	60020	1961	ACF	1998	AL	BAGGAGE
30	63010	1962	STL CAR	1997	AL	BAGGAGE
31	63011	1962	STL CAR	1998	AL	STOCK
32	63012	1962	STL CAR	1998	AL	BAGGAGE
33	63013	1962	STL CAR	1998	AL	BAGGAGE
34	84703	1969	Bethlem	1989	CS	FLAT

**ELLENTON, FL. - STORAGE TRACK**

1	60009	1961	ACF	1972	AL	STOCK
2	63003	1962	STL CAR	1972	AL	STOCK
3	84701	1963	Bethlem	1982	CS	FLAT
4	84705	1969	Bethlem	1989	CS	FLAT
5	84710	1973	Bethlem	1987	CS	FLAT

**ELEPHANT FARM POLK CITY**

1	40009	1953	ACF	1984	AL	COACH
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**NEW PURCHASE FROM MARC - June**

1	41316	1949	BUDD	2003	SS	COACH
2	41317	1949	BUDD	2003	SS	COACH

**PROGRESS RAIL SHOP - DeCOURSE**

1	84715	1964	Bethlem	1996	CS	FLAT
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